

59256
RECORDATION NO. 8027-B Filed & Recorded

DEC 19 1975 -1 25 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT, dated as of November 1, 1975, among Southern Railway Company (hereinafter called the Lessee), Liberty National Bank and Trust Company of Louisville (hereinafter called the Lessor) and First Security Bank of Utah, National Association, as agent (hereinafter called the Assignee).

WHEREAS the Lessee and the Lessor have entered into a Lease of Railroad Equipment dated as of June 15, 1975 (hereinafter called the Lease);

WHEREAS the Lessor and the Assignee have entered into an Assignment of Lease and Agreement dated as of June 15, 1975 (hereinafter called the Assignment);

WHEREAS the Lease and the Assignment were filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on August 20, 1975, at 3:55 p.m., and were assigned recordation numbers 8027-B and 8027-C, respectively;

WHEREAS the name of the Lessor is incorrectly set forth in the Lease and in the Assignment; and

WHEREAS the parties hereto desire to show the correct name of the Lessor in the Lease and the Assignment for the public record and the Lessee and the Lessor desire to amend the Lease;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. § 3 of the Lease is hereby amended to insert the words "clause (b) of" before the words "the penultimate paragraph" in the second sentence of the first paragraph thereof.

2. Schedule B to the Lease is hereby amended to substitute the percentage "3.923%" for the percentage "4.22500%" in Item 1 thereof.

3. The Lessee and the Lessor represent and warrant to the Assignee that the rental payments set forth in § 3 of the Lease, as amended hereby, are sufficient to satisfy (a) the obligations of the Lessor for payment of principal and interest on the conditional sale indebtedness incurred by the Lessor pursuant to the Conditional Sale Agreement dated as of July 15, 1975, between the Lessor and General Motors Corporation (Electro-Motive Division) and (b) the obligations of the Lessor set forth in the penultimate paragraph of Paragraph 8 of the Participation Agreement dated as of June 15, 1975, as amended, among the Lessee, Citizens Bank and Trust Company of Maryland, the Lessor, the Assignee and the parties named in Schedule B thereto.

4. The Assignment is hereby amended to permit the aforesaid amendment to the Lease as though originally set forth therein.

5. The Lease and the Assignment are hereby amended to substitute the name "LIBERTY NATIONAL BANK AND TRUST COMPANY OF LOUISVILLE" for the name "LIBERTY NATIONAL BANK AND TRUST COMPANY", in every case where the latter name appears therein.

6. The Lessee will promptly cause this Amendment Agreement to be filed and recorded in accordance with the provisions of § 15 of the Lease.

7. Except as amended hereby, the Lease and the Assignment shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

SOUTHERN RAILWAY COMPANY,

by K.A. Frazier
Vice President

[Corporate Seal]

Attest:

R.D. Allen
Assistant Secretary

LIBERTY NATIONAL BANK AND TRUST
COMPANY OF LOUISVILLE,

by

Hugh M. Shubert
Vice President

[Corporate Seal]

Attest:

Lawrence S. Holden
Assistant Secretary
U.P.

FIRST SECURITY BANK OF
UTAH, NATIONAL ASSOCIATION,
as agent,

by

[Signature]
Authorized Officer

[Corporate Seal]

Attest:

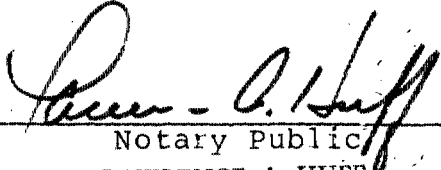
Leah B. Fisher
Authorized Officer

DISTRICT OF COLUMBIA) ss.:

On this ~~18th~~ ^{DECEMBER} day of ~~November~~ 1975, before me personally appeared **K.A. STOECKER**, to me personally known, who being by me duly sworn, says that he is Vice President of Southern Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My Commission expires



Notary Public
LAWRENCE A. HUFF
NOTARY PUBLIC
IN AND FOR THE DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES JUNE 30, 1977

COMMONWEALTH OF KENTUCKY,)
) ss.:
COUNTY OF JEFFERSON,)

On this *26th* day of November 1975, before me personally appeared *Dwight M. Stewart III*, to me personally known, who being by me duly sworn, says that he is Vice President of Liberty National Bank and Trust Company of Louisville, that one of the seals affixed to the foregoing instrument is the seal of said national bank, that said instrument was signed and sealed on behalf of said national bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said national bank.

Barbara Cox

Notary Public

[Notarial Seal]

My Commission expires *11-9-77*

STATE OF UTAH,)
) ss.:
COUNTY OF SALT LAKE,)

On this *28th* day of November 1975, before me personally appeared *Robert S. Clark*, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of First Security Bank of Utah, National Association, that one of the seals affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Julian M. Davis

Notary Public

[Notarial Seal]

My Commission expires

May 23, 1979